

RECORDATION NO. 23680-I FILED

MAY 18 '05 12:00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

May 18, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: CIT Rail Trust 2001-1D

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement 4D, dated March 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement filed with the Board under Recordation Number 23680.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

Mr. Vernon A. Williams
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Page Two

A description of the railroad equipment covered by the enclosed document is:

28 covered hopper railcars have reporting marks and road numbers changed from JAIX to TCMX and from SIRX to CEFX as set forth on Schedule 1 to the Memorandum.

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement 4D

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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EXECUTION TEXT

SURFACE TRANSPORTATION BOARD **LEASE SUPPLEMENT 4D**
(CIT Rail Trust 2001-1D)

This Lease Supplement 4D, dated March 30, 2005, between WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and THE CIT GROUP/EQUIPMENT FINANCING INC., a Delaware corporation ("Lessee");

Witnesseth:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1D) dated as of September 28, 2001 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

Section 4.2 of the Lease provides for the execution and delivery of one or more Lease Supplement substantially in the form hereof for, among other things, the purpose of substituting the reporting mark of any Unit with a replacement reporting mark (a "Replacement Mark"), which shall be filed and recorded in all public offices where the Less has been filed or recorded.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor and Lessee hereby agree that the reporting mark of each Unit listed on the attached Schedule 1 (the "Current Mark") shall be substituted with the Replacement Mark listed opposite each such unit on Schedule 1.
2. Lessee shall cause this Lease Supplement to be recorded with the Surface Transportation Board and in all other public offices where the Lease has been filed or recorded.
3. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
4. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
5. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or

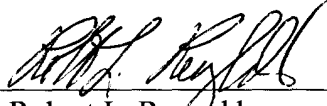
(Lease Supplement 4D)

regulation.

6. This Lease Supplement may be executed in any number of counterparts,
each executed counterpart constituting an original but all together one and the same instrument.
* * *

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

WELLS FARGO BANK NORTHWEST, N.A.
as Lessor

By: 
Name: Robert L. Reynolds
Title: Vice President

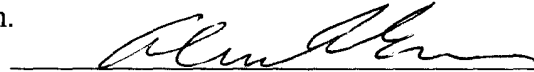
THE CIT GROUP/EQUIPMENT FINANCING, INC.
as Lessee

By: _____
Name:
Title:

(Lease Supplement 4D)

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 17th day of May, 2005 before me personally appeared Robert L. Reynolds, to me personally known, who being duly sworn, says that he/she is the Vice President of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public
ALEXANDER A. GREEN
Notary Public, State of New York
No. 02GR6106102
Qualified In New York County
Commission Expires March 1, 2008

My commission expires: March 1, 2008

STATE OF)
) SS.:
COUNTY OF)

On this _____ day of _____, 2005 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of The CIT Group/Equipment Financing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF)
) SS.:
COUNTY OF)

On this _____ day of _____, 2005 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

(Lease Supplement 4D)

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

WELLS FARGO BANK NORTHWEST, N.A.
as Lessor

By: _____
Name:
Title:

THE CIT GROUP/EQUIPMENT FINANCING, INC.
as Lessee

By: Catherine Shapiro
Name: Catherine Shapiro
Title: Vice President

STATE OF)
) SS.:
COUNTY OF)

On this ____ day of _____, 2005 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF)
) SS.:
COUNTY OF)

On this 31st day of March, 2005 before me personally appeared CATHERINE STIGLICH to me personally known, who being duly sworn, says that he/she is the Vice-President of The CIT Group/Equipment Financing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rose Mary Dinnaught

Notary Public

My commission expires: March 29 2007

STATE OF)
) SS.:
COUNTY OF)

ROSE MARY DINNAUGHT
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, 2007

On this ____ day of _____, 2005 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

Receipt of this original counterpart of the foregoing Lease Supplement is hereby
acknowledged on this ____ day of _____, 2005.

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

By: 

Name: **DANTE M. MONAKIL**

Title: **ASSISTANT VICE PRESIDENT**

STATE OF)
) SS.:
COUNTY OF)

On this ____ day of _____, 2005 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF)
) SS.:
COUNTY OF)

On this ____ day of _____, 2005 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of The CIT Group/Equipment Financing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF Maryland)
) SS.:
COUNTY OF Baltimore)

On this 9th day of May, 2005 before me personally appeared Dale Monaki to me personally known, who being duly sworn, says that he/she is the Asst. Vice President of Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Richard K. Bailey
Notary Public

My commission expires: 4/1/2006

(Lease Supplement 4D)

SCHEDULE 1

SCHEDULE OF CHANGE OF REPORTING MARKS

<u>Car Type</u>	<u>Description</u>	<u>Current Mark & Number</u>		<u>Replacement Mark & Number</u>	
C114	(28) 5100 & 5400 Covered Hopper Cars	JAIX	96104	TCMX	12406
		JAIX	96108	TCMX	12410
		JAIX	96109	TCMX	12411
		JAIX	96110	TCMX	12412
		JAIX	96114	TCMX	12416
		JAIX	96122	TCMX	12424
		JAIX	96139	TCMX	12441
		JAIX	96140	TCMX	12442
		JAIX	96143	TCMX	12445
		JAIX	96147	TCMX	12449
		JAIX	96151	TCMX	12453
		JAIX	96159	TCMX	12461
		JAIX	96175	TCMX	12477
		JAIX	96176	TCMX	12478
		JAIX	96187	TCMX	12489
		JAIX	96190	TCMX	12492
		JAIX	96204	TCMX	12506
		JAIX	96208	TCMX	12510
		JAIX	96211	TCMX	12513
		JAIX	96220	TCMX	12522
		JAIX	96221	TCMX	12523
		JAIX	96222	TCMX	12524
		JAIX	96227	TCMX	12529
		JAIX	96231	TCMX	12533
		JAIX	96233	TCMX	12535
		SIRX	515027	CEFX	12876
		SIRX	515040	CEFX	12888
		SIRX	515076	CEFX	12924

(Lease Supplement 4D)